

Michael C. Bynane  
Assistant General Attorney

9-157A012

No.   
Date JUN 6 1979  
Fee \$1.00



Law Department  
Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2472

ICC Washington, D. C.

June 1, 1979

REGISTERED MAIL

Mr. H. G. Homme, Jr., Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 10064-A

Filed 1425

JUN 6 1979 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed are eight executed counterparts of an Amendment Agreement dated as of May 1, 1979, among The Chesapeake and Ohio Railway Company, P. O. Box 6419, Cleveland, Ohio 44101 (Buyer), Metropolitan Life Insurance Company, One Madison Avenue, New York, New York 10010 (Assignee), and the Sellers identified below.

The equipment covered by this Amendment Agreement consists of:

400 100-ton 2,700 cu. ft. covered hopper cars manufactured by ACF Industries, Inc., 750 Third Avenue, New York, New York 10017 (Seller), bearing the Buyer's road numbers 604600-604999, inclusive, A.A.R. Mechanical Designation LO.

20 3,000 H.P. B30-7 diesel electric locomotives manufactured by General Electric Company, 2901 East Lake Road, Erie, Pennsylvania 16531 (Seller), bearing the Buyer's road numbers 8245-8264, inclusive, AAR Mechanical Designation B-B.

66 cabooses manufactured by Fruit Growers Express Company, 1101 Vermont Avenue, N.W., Washington, D. C. 20005 (Seller), bearing the Buyer's road numbers 4094-4159, inclusive, AAR Mechanical Designation NE.

The equipment is lettered "Chessie System", "C&O", or some other appropriate manner and is also marked:

"OWNERSHIP SUBJECT TO A SECURITY  
AGREEMENT FILED WITH THE INTER-  
STATE COMMERCE COMMISSION"

RECEIVED  
JUN 6 10 03 AM '79  
I.C.C.  
FEE OPERATION BR.



The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

Mr. H. G. Homme, Jr.

-2-

The enclosed Amendment Agreement amends the Conditional Sale Agreement and Agreement and Assignment both dated as of February 1, 1979, involving the Sellers, the Buyer and the Assignee, that was recorded in the office of the Secretary of the Interstate Commerce Commission on January 30, 1979, at 10:00 a.m., and assigned recordation number 10064.

Also enclosed is draft of The Chesapeake and Ohio Railway Company in the amount of \$10 representing the required recording fee.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC §11303 (formerly Section 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to duly file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

Very truly yours,

  
Michael C. Bynane

MCB:aj

Enclosures

cc: Costa Constantine, Esq.

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

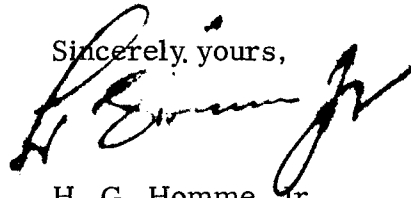
6/8/79

**OFFICE OF THE SECRETARY**

Michael C Bynane  
Assistant General Atty.  
Chessie System  
Terminal Tower  
P.O.Box 6419  
Cleveland, Ohio 44101  
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/5/79 at 10:10am, and assigned recordation number(s). 10064-A

Sincerely, yours,



H. G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30  
(3/79)

no con #2

10064-A  
RECORDATION NO. .... Filed 1425

[CS&M 043-893]

JUN 6 1979 -10 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of May 1, 1979, among THE CHESAPEAKE AND OHIO RAILROAD COMPANY (the "Railroad"), ACF INDUSTRIES, INCORPORATED, FRUIT GROWERS EXPRESS COMPANY and GENERAL ELECTRIC COMPANY (hereinafter collectively called the "Builders"), and METROPOLITAN LIFE INSURANCE COMPANY (the "Assignee").

WHEREAS the Railroad and the Builders have entered into a Conditional Sale Agreement dated as of February 1, 1979 (the "CSA");

WHEREAS the Builders and the Assignee have entered into an Agreement and Assignment dated as of February 1, 1979 (the "Assignment");

WHEREAS the CSA and the Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 30, 1979, at 10:00 a.m., and were assigned recordation number 10064; and

WHEREAS the parties hereto now desire to amend the CSA (the terms used in this Amendment Agreement which are defined in the CSA having the meanings specified in the CSA);

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto

hereby agree as follows:

1. Item 2 in Schedule A to the CSA is hereby amended by deleting therefrom December 28, 1979, and inserting in its place March 31, 1980.

2. Without affecting the provisions of the third and fourth paragraphs of Article 4 of the CSA with respect to Equipment settled for on any Closing Date prior to February 1, 1980, in the event that any Equipment is settled for on a Closing Date on or after February 1, 1980, and prior to March 31, 1980, the installments of CSA Indebtedness in respect of such Equipment so settled for on or after February 1, 1980, shall be payable in 14 consecutive equal annual installments commencing February 1, 1981, to and including February 1, 1994. Interest on such CSA Indebtedness incurred on or after February 1, 1980, shall be payable as provided in the fourth paragraph of Article 4 of the CSA.

3. The Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

4. The Railroad will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Article 19 of the CSA.

5. Except as amended hereby, the CSA and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE CHESAPEAKE AND OHIO RAILROAD  
COMPANY,

[Corporate Seal]

by

*L. C. Smith*  
Assistant Vice President  
and Treasurer

Attest:

*Thomas J. Kennedy*  
Assistant Secretary

APPROVED AS TO FORM

703  
ASSISTANT GENERAL ATTORNEY

ACF INDUSTRIES INCORPORATED,

[Corporate Seal]

by

*K. D. Johnson*  
EXECUTIVE Vice President

Attest:

*[Signature]*  
Assistant Secretary

FRUIT GROWERS EXPRESS COMPANY,

[Corporate Seal]

by

*[Signature]*  
President

Attest:

*T. W. [Signature]*  
Secretary

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK,)

On this 18<sup>th</sup> day of May 1979, before me personally appeared K. D. JOHNSON, to me personally known, who being by me duly sworn, says that he is a <sup>Executive</sup> Vice President of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Olivia E. Walsh  
Notary Public

[Notarial Seal]

OLIVA E. WALSH  
Notary Public, State of New York  
No. 41-9520900 Qual. in Queens Co.  
Certificate Filed in New York County  
Commission Expires March 30, 1980

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK,)

On this 18<sup>th</sup> day of May 1979, before me personally appeared Thomas Ann Rice and Walter S. Burke, to me personally known, who being by me duly sworn, say that they are Vice Presidents of Metropolitan Life Insurance Company, respectively, of Metropolitan Life Insurance Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thomas Ann Rice  
Notary Public

[Notarial Seal]

CATHERINE ANN RICE  
NOTARY PUBLIC, State of New York  
No. 24-8559315  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires March 30, 1980

DISTRICT OF COLUMBIA ) ss.:

On this 22 day of May 1979, before me personally appeared CS Hill, to me personally known, who being by me duly sworn, says that he is President of Fruit Growers Express Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Helen B. Hellenburg  
Notary Public  
My Commission Expires January 1, 1982

COMMONWEALTH OF PENNSYLVANIA,) ) ss.:  
COUNTY OF ERIE,

On this 24TH day of MAY 1979, before me personally appeared J. C. DWYER, to me personally known, who being by me duly sworn, says that he is the General Manager-Locomotive Marketing Department of General Electric Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Doris W. Chilcott  
Notary Public  
DORIS W. CHILCOTT, NOTARY PUBLIC  
LAWRENCE PARK TWP., ERIE CO., PA.  
MY COMMISSION EXPIRES NOV. 26, 1979



STATE OF OHIO,       )  
                              ) ss.:  
COUNTY OF CUYAHOGA,)

On this 25<sup>th</sup> day of May 1979, before me personally appeared L. C. Roig, Jr., to me personally known, who being by me duly sworn, says that he is an Assistant Vice President and Treasurer of The Chesapeake and Ohio Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Mary C. Power  
Notary Public

MARY C. POWER, Notary Public  
State of Ohio, Cuyahoga County  
My commission expires 3-23-83